

Hearing Date: April 22, 2020 at 9:30 a.m. (Atlantic Standard Time)

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re: THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, as representative of THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> , Debtors. ¹	PROMESA Title III Case No. 17 BK 3283-LTS (Jointly Administered) Re: ECF No. 12572
In re: THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, as representative of THE PUERTO RICO PUBLIC BUILDINGS AUTHORITY, Debtor.	PROMESA Title III Case No. 19 BK 5523-LTS (Jointly Administered) Re: ECF No. 62

**NOTICE OF SUBMISSION OF REVISED PROPOSED
ORDER AUTHORIZING CONSENSUAL MOTION OF THE COMMONWEALTH OF
PUERTO RICO AND THE PUERTO RICO PUBLIC BUILDINGS AUTHORITY FOR
AN ORDER AUTHORIZING THE REJECTION OF UNEXPIRED LEASE**

PLEASE TAKE NOTICE that, on March 31, 2020, the Commonwealth of Puerto Rico (the “Commonwealth”) and the Puerto Rico Public Building Authority (“PBA”), as Title III

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Debtors, by and through the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”) filed the *Consensual Motion of the Commonwealth of Puerto Rico and the Puerto Rico Public Buildings Authority for an Order Authorizing the Rejection of Unexpired Lease* [Case No. 17-03283-LTS, ECF No. 12572, Case No. 19-5523, ECF No. 62] (the “Motion”).

PLEASE TAKE FURTHER NOTICE that, subsequent to filing the Motion, the Commonwealth and PBA received informal requests to amend the proposed order attached to the Motion (the “Original Proposed Order”).

PLEASE TAKE FURTHER NOTICE that with this notice, in response to the informal requests, the Commonwealth and PBA, by and through the Oversight Board are filing a revised proposed order, attached hereto as **Exhibit A** (the “Revised Proposed Order”).

PLEASE TAKE FURTHER NOTICE that, attached hereto as **Exhibit B** is a redline comparison between the Revised Proposed Order and the Original Proposed Order.

WHEREFORE the Debtors respectfully request the Court (a) to enter the Revised Proposed Order granting the relief requested in the Motion, and (b) to grant the Debtors such other relief as is just and proper.

Dated: April 7, 2020
San Juan, Puerto Rico

Respectfully submitted,

/s/ Brian S. Rosen

Martin J. Bienenstock (*pro hac vice*)
Brian S. Rosen (*pro hac vice*)
PROSKAUER ROSE LLP
Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900

*Attorneys for the Financial Oversight and
Management Board as representative for the
Debtors*

/s/ Hermann D. Bauer

Hermann D. Bauer
USDC No. 215205
O'NEILL & BORGES LLC
205 Muñoz Rivera Ave., Suite 800
San Juan, PR 00918-1813
Tel: (787) 764-1813
Fax: (787) 753-8944

*Co-Attorney for the Financial Oversight and
Management Board as representative for the
Debtors*

Exhibit A

Revised Proposed Order

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

<div>In re:</div> <div>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</div> <div>as representative of</div> <div>THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i></div> <div>Debtors.¹</div>	<div>PROMESA Title III</div> <div>Case No. 17-BK-3283-LTS</div> <div>(Jointly Administered)</div>
<div>In re:</div> <div>THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,</div> <div>as representative of</div> <div>THE PUERTO RICO PUBLIC BUILDINGS AUTHORITY,</div> <div>Debtor.</div>	<div>PROMESA Title III</div> <div>Case No. 19-BK-5523-LTS</div> <div>(Jointly Administered)</div> <div>This Motion relates only to PBA, and shall be filed in Case No. 17-BK-3283-LTS and Case No. 19-BK-5523-LTS</div>

ORDER AUTHORIZING THE REJECTION OF UNEXPIRED LEASE

Upon the consensual motion of the Commonwealth of Puerto Rico and the Puerto Rico Public Buildings Authority, by and through the Financial Oversight and Management Board for Puerto Rico, pursuant to Bankruptcy Code section 365(a), for Entry of an Order Authorizing the

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Rejection of Unexpired Lease, dated March 31, 2020 (the “Motion”);² and the Court having found it has subject matter jurisdiction over this matter pursuant to PROMESA Section 306(a); and it appearing that venue is proper pursuant to PROMESA Section 307(a); and the Court having found that the relief requested in the Motion is a proper exercise of the Commonwealth’s business judgment, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The DOJ Lease shall be rejected effective as of the date of March 31, 2020.
3. The terms and conditions of the Order shall be immediately effective and enforceable upon its entry.
4. Notwithstanding anything contained in the Motion or this Order to the contrary, including, without limitation, the relief granted herein, nothing contained herein is intended, nor shall it be construed, to affect (i) the Court’s *Order Resolving the Motion of the PBA Funds for the Payment of Rent* (Docket Entry No. 2716 in Case No. 17-3283) or (ii) whether or not the DOJ Lease or any other agreement between the Commonwealth and the PBA is an unexpired lease of nonresidential real property within the meaning of Bankruptcy Code section 365(d).
5. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

SO ORDERED.

Dated: _____, 2020
San Juan, Puerto Rico

LAURA TAYLOR SWAIN
United States District Judge

² All capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Motion.

Exhibit B

Redline